

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA**

In re:

PG&E CORPORATION and
PACIFIC GAS AND ELECTRIC COMPANY,

Debtors

Chapter 11

Case No. 19-30088 Chapter 11 (DM)

(Lead Case)

(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure of the transfer, other than for security, of the claim referenced in this evidence and notice.

OLYMPUS PEAK MASTER FUND LP

Name of Transferee

Phone: 212-373-1189

Last Four Digits of Acct #: N/A

Name and Address where notices and payments to
transferee should be sent:

Leah Silverman
745 Fifth Avenue
Suite 1604
New York, NY 10151

MGE UNDERGROUND, INC.

Name of Transferor

Phone: 805-674-8127

Last Four Digits of Acct #: N/A

Claim No: 3939

Case No.: 19-30089

(Pacific Gas and Electric Company)

Date Filed: July 23, 2019

Total Amount of Claim: \$2,667,449.65

Transferred Amount of Claim: \$2,667,449.65

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ Leah Silverman
Transferee/Transferee's Agent

Date: August 8, 2019

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.
18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court
Northern District of California
San Francisco Division (the "Bankruptcy Court")
Attn: Clerk

AND TO: PG&E Corporation and Pacific Gas and Electric Company; Case No. 19-30088 (DM),
Jointly Administered (the "Debtors")

MGE Underground, Inc. ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to:

Olympus Peak Master Fund LP
745 Fifth Avenue, Suite 1604
New York, NY 10151

its successors and assigns ("Buyer"), all right, title and interest in and to proof of claim number 3939 of Seller in the principal amount of \$2,667,449.65 (the "Claim") against Pacific Gas and Electric Company in the bankruptcy proceedings in the Bankruptcy Court, Case No. 19-30089 (jointly administered under Case No. 19-30088), or any other court with jurisdiction.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the U.S. Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.


Buyer does not assume and shall not be responsible for any obligations or liabilities of Seller related to or in connection with the Claim or the Bankruptcy Case. You are hereby directed to make all future payments and distributions free and clear of all setoffs and deductions, and to give all notices and other communications, in respect of the Claim to Buyer.

[Signature Page Follows]

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Transfer of Claim as of August
6, 2019.


Seller:

MGE UNDERGROUND, INC.

By: 
Name: Michael Joe Goldstein
Title: CEO

Buyer:

OLYMPUS PEAK MASTER FUND LP

By: 
Name: Leah Silverman
Title: General Counsel